

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



## **Alpha Professional Holdings Limited**

**阿爾法企業控股有限公司 \***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 948)**

### **ANNOUNCEMENT PURSUANT TO RULE 3.2 AND RULE 3.7 OF THE TAKEOVERS CODE**

**AND**

### **UNUSUAL PRICE AND TRADING VOLUME MOVEMENTS**

This announcement is made by Alpha Professional Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 3.2 and Rule 3.7 of the Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company wishes to inform the shareholders of the Company that after trading hours on 2 September 2021, the Company was notified by Alpha Professional Development Limited (the “**Controlling Shareholder**”), the controlling shareholder of the Company holding approximately 56.61% of the issued share capital of the Company as at the date of this announcement, that it is in a preliminary negotiation with an independent third party about a possible sale (the “**Possible Sale**”) of its controlling interest in the Company. As at the date of this announcement, such negotiation is at a preliminary stage and no legally binding agreements have been entered into in respect of the Possible Sale. The Board has not been notified by any potential offeror of a firm intention to make an offer and save as disclosed above, has no further information on the Possible Sale. The Possible Sale may or may not proceed.

The Board has noted the recent unusual movement in the price and trading volume of the shares of the Company (the “**Shares**”). The Board confirms that, save and except for the matters disclosed in this announcement as abovementioned, it is not aware of any reasons for such unusual price and trading volume movement of the Shares or of any information which must be announced to avoid a false market in the Company’s securities or of any inside information that needs to be disclosed under Part XIVA of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong.

In compliance with Rule 3.7 of the Takeovers Code, monthly announcement(s) setting out the progress of the Possible Sale will be made until announcement of firm intention to make an offer under Rule 3.5 of the Takeovers Code or of a decision not to proceed with an offer is made. Further announcement(s) will be made by the Company as and when appropriate or required in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Takeovers Code (as the case may be).

In compliance with Rule 3.8 of the Takeovers Code, the relevant securities of the Company comprised 314,360,383 Shares in issue as at the date of this announcement. Save for the aforesaid, the Company has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) as at the date hereof.

The associates of the Company (including shareholders of the Company having interests of 5% or more in the relevant securities of the Company) are hereby reminded to disclose their dealings in any relevant securities of the Company in accordance with Rule 22 of the Takeovers Code.

In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

*“Responsibilities of stockbrokers, banks and other intermediaries*

*Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates of an offeror or the offeree company and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than \$1 million.*

*This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.*

*Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”*

**Shareholders and potential investors of the Company are advised to exercise caution in dealing with the Shares.**

On behalf of the Board of  
**Alpha Professional Holdings Limited**  
**XIONG Jianrui**  
*Chairman*

Hong Kong, 3 September 2021

*As at the date of this announcement, the executive Directors are Mr. Xiong Jianrui, Mr. Yi Peijian and Mr. Chen Zeyu and the independent non-executive Directors are Mr. Li Chak Hung, Mr. Choi Kin Man and Mr. Ngai Wah Sang.*

*All the Directors jointly and severally accept full responsibility for the accuracy of information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*

\* *For identification purpose only*